

APPENDIX A – Statement of Corporate Governance Practices

The Board considers good governance to be central to the effective and efficient operation of AutoCanada and its subsidiaries. We are committed to reviewing and adapting our governance practices in order to meet the changing needs and to ensure compliance with the regulatory requirements of AutoCanada, and its subsidiaries. Set out below is a discussion on the current composition of the Board and the current governance practices of AutoCanada.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT OR TOPIC	OUR CORPORATE GOVERNANCE PRACTICES																																
1. Board of Directors																																	
a. Disclose the identity of Directors who are independent.	As of the date of this Information Circular, Dennis DesRosiers, Rhonda English, Stephen Green, Barry James, Lee Matheson and Elias Olmeta are independent Directors based on the definition of independence in National Instrument 52-110 – <i>Audit Committees</i> . If following the Meeting, the nominees proposed by the Company are elected, Stephen Carlisle, Rhonda English, Stephen Green, Barry James, Christopher Harris and Elias Olmeta will be the independent Directors based on the definition of independence in National Instrument 52-110 – <i>Audit Committees</i> .																																
b. Disclose the identity of Directors who are not independent, and describe the basis for that determination.	The Board has determined that Paul Antony is not independent, as independence is defined in National Instrument 52-110 – <i>Audit Committees</i> , as he is an officer of AutoCanada.																																
c. Disclose whether or not a majority of Directors are independent. If a majority of Directors are not independent, describe what the Board does to facilitate its exercise of independent judgement in carrying out its responsibilities.	As of the date of this Information Circular and if, following the Meeting, the nominees proposed by the Company are elected, the Board is and will continue to be comprised of a majority of independent directors, in that currently six of the seven Directors are independent Directors, and if, following the Meeting, the nominees proposed by the Company are elected, six of the seven Directors will be independent Directors.																																
d. If a Director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the Director and the other issuer.	<p>Directors who are presently a director of another reporting issuer are as follows:</p> <table border="1" data-bbox="831 1045 1500 1610"> <thead> <tr> <th data-bbox="831 1045 1156 1075">Current Directors</th> <th data-bbox="1156 1045 1500 1075">Name of Reporting Issuer</th> </tr> </thead> <tbody> <tr> <td data-bbox="831 1075 1156 1104">Paul Antony</td> <td data-bbox="1156 1075 1500 1104">None</td> </tr> <tr> <td data-bbox="831 1104 1156 1134">Dennis DesRosiers</td> <td data-bbox="1156 1104 1500 1134">None</td> </tr> <tr> <td data-bbox="831 1134 1156 1163">Rhonda English</td> <td data-bbox="1156 1134 1500 1163">None</td> </tr> <tr> <td data-bbox="831 1163 1156 1192">Stephen Green</td> <td data-bbox="1156 1163 1500 1192">None</td> </tr> <tr> <td data-bbox="831 1192 1156 1222">Barry James</td> <td data-bbox="1156 1192 1500 1222">Corus Entertainment Inc.</td> </tr> <tr> <td data-bbox="831 1222 1156 1251">Lee Matheson</td> <td data-bbox="1156 1222 1500 1251">Optiva Inc.; Tucows Inc.</td> </tr> <tr> <td data-bbox="831 1251 1156 1281">Elias Olmeta</td> <td data-bbox="1156 1251 1500 1281">None</td> </tr> <tr> <th data-bbox="831 1331 1156 1360">Proposed New Directors</th> <th data-bbox="1156 1331 1500 1360">Name of Reporting Issuer</th> </tr> <tr> <td data-bbox="831 1360 1156 1390">Paul Antony</td> <td data-bbox="1156 1360 1500 1390">None</td> </tr> <tr> <td data-bbox="831 1390 1156 1419">Stephen Carlisle</td> <td data-bbox="1156 1390 1500 1419">None</td> </tr> <tr> <td data-bbox="831 1419 1156 1449">Rhonda English</td> <td data-bbox="1156 1419 1500 1449">None</td> </tr> <tr> <td data-bbox="831 1449 1156 1478">Stephen Green</td> <td data-bbox="1156 1449 1500 1478">None</td> </tr> <tr> <td data-bbox="831 1478 1156 1507">Christopher Harris</td> <td data-bbox="1156 1478 1500 1507">None</td> </tr> <tr> <td data-bbox="831 1507 1156 1537">Barry James</td> <td data-bbox="1156 1507 1500 1537">Corus Entertainment Inc.</td> </tr> <tr> <td data-bbox="831 1537 1156 1566">Elias Olmeta</td> <td data-bbox="1156 1537 1500 1566">None</td> </tr> </tbody> </table>	Current Directors	Name of Reporting Issuer	Paul Antony	None	Dennis DesRosiers	None	Rhonda English	None	Stephen Green	None	Barry James	Corus Entertainment Inc.	Lee Matheson	Optiva Inc.; Tucows Inc.	Elias Olmeta	None	Proposed New Directors	Name of Reporting Issuer	Paul Antony	None	Stephen Carlisle	None	Rhonda English	None	Stephen Green	None	Christopher Harris	None	Barry James	Corus Entertainment Inc.	Elias Olmeta	None
Current Directors	Name of Reporting Issuer																																
Paul Antony	None																																
Dennis DesRosiers	None																																
Rhonda English	None																																
Stephen Green	None																																
Barry James	Corus Entertainment Inc.																																
Lee Matheson	Optiva Inc.; Tucows Inc.																																
Elias Olmeta	None																																
Proposed New Directors	Name of Reporting Issuer																																
Paul Antony	None																																
Stephen Carlisle	None																																
Rhonda English	None																																
Stephen Green	None																																
Christopher Harris	None																																
Barry James	Corus Entertainment Inc.																																
Elias Olmeta	None																																
e. Disclose whether or not the independent Directors hold regularly scheduled meetings at which non-independent Directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.	The independent Directors hold regularly scheduled quarterly meetings and at such other times as may be considered necessary by the independent directors at which members of management are not in attendance. In addition, at each meeting of the full Board and its committees, the independent Directors are provided with the opportunity to hold an <i>in camera</i> session without members of management present.																																

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT OR TOPIC	OUR CORPORATE GOVERNANCE PRACTICES
<p>f. Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.</p>	<p>Paul Antony is the Executive Chair and is not independent. Accordingly, Stephen Green, who is independent, is currently the Lead Director of the Board. The Lead Director's roles and responsibilities are outlined in the Company's Lead Director Position Description. The Chair of each of the Board's committees, the Audit Committee, the Governance and Nominating Committee, and the Human Resources Committee are each independent Directors; Barry James is the Chair of the Audit Committee, Stephen Green is the Chair of the Governance and Nominating Committee, and Rhonda English is the Chair of the Human Resources Committee.</p>
<p>g. Disclose the attendance record of each Director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>Meeting attendance is disclosed for each Director under "Information Concerning Director Nominees" above.</p>
2. Board Mandate	
<p>Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.</p>	<p>The text of the mandate of the Board of Directors of AutoCanada, which was most recently updated in March of 2024, (entitled "Mandate for the Board of Directors of AutoCanada") is attached to this Information Circular as Appendix "B".</p>
3. Position Descriptions	
<p>a. Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.</p>	<p>The Board has a written position description for each of the Executive Chair, the Lead Director, the Chair of the Audit Committee, the Chair of the Governance and Nominating Committee and the Chair of the Human Resources Committee. Each of the foregoing were updated and or put in place in March of 2024.</p>
<p>b. Disclose whether or not the Board and Chief Executive Officer have developed a written position description for the Chief Executive Officer. If the Board and Chief Executive Officer have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the Chief Executive Officer.</p>	<p>The Board has developed a written position for the Executive Chair, which was most recently updated in March of 2024.</p>
4. Orientation and Continuing Education	
<p>a. Briefly describe what measures the Board takes to orient new directors regarding</p> <ul style="list-style-type: none"> i. the role of the Board, its committees and its directors, and ii. the nature and operations of the issuer's business 	<p>New directors are provided with the mandates and charters of the Board and each of its committees, the Company's written code of ethical business conduct, the Company's policies, the Company's most recent annual and quarterly reports and other relevant information.</p> <p>The members of senior management review with the Board at each meeting the nature and operations of the Company's business.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT OR TOPIC	OUR CORPORATE GOVERNANCE PRACTICES
<p>b. Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>The Board is comprised of highly qualified Directors with extensive experience and knowledge. All of the Directors are seasoned business executives, directors or professionals with considerable experience. The Governance and Nominating Committee continually monitors the composition of the Board to ensure Directors collectively possess all of the necessary skills to enable the Board to fulfill its duties. Directors do not receive a formal continuing education program. However, to ensure that the members of the Board remain fully informed about AutoCanada's operations on a continuing basis, management reports on AutoCanada's and its subsidiaries' activities and on various aspects relevant to the business on an on-going basis.</p> <p>Directors also receive a comprehensive information package prior to each Board and committee meeting. The Board and the committees also received a number of presentations in 2023 that focused on performance, strategy and opportunities for the business. Directors also have access to the Company's senior management and employees on an ongoing basis.</p> <p>The Board relies on professional assistance when judged necessary in order to be educated or updated on a particular topic. The Board encourages directors of the Company to participate in continuous improvement programs from time to time, as considered appropriate.</p> <p>The Governance and Nominating Committee periodically reviews, monitors and makes recommendations with respect to the sufficiency of director continuing education opportunities available to the Company's directors.</p>
<p>5. Ethical Business Conduct</p>	
<p>a. Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code:</p>	<p>We have adopted a written code of ethical business conduct applicable to our directors, officers, employees and consultants, which code was most recently updated in March of 2024, and applies to all AutoCanada personnel, including personnel at all of our dealerships and collision centres.</p>
<p>i. disclose how a person or company may obtain a copy of the code;</p>	<p>The code is available at the Canadian Securities Administrator's System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedarplus.ca and on our website at www.autocan.ca.</p>
<p>ii. describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and</p>	<p>A copy of the code of conduct is provided or made available to each of our directors, officers and employees, including the officers and employees of our dealerships and collision centres, and each is requested to certify that he/she has read the code.</p>
<p>iii. provide a cross-reference to any material change report(s) filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	<p>No material change reports have been filed by us since the beginning of our most recently completed financial year that pertains to the conduct of a director or executive officer that constitutes a departure from the code.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT OR TOPIC	OUR CORPORATE GOVERNANCE PRACTICES
<p>b. Describe any steps the Board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>A director is required to disclose to the Board information regarding any transaction or agreement in respect of which a director or executive officer has a material interest and to abstain from voting on any matter in respect of such transaction or agreement in which the director has an interest. The Board may request the director to recuse himself or herself from the portion of any meeting at which such transaction or agreement is discussed.</p> <p>As of August 2022, the Board, on recommendation of the Audit Committee, adopted a formal Related Party Transactions Policy and amended the mandate of the Audit Committee to include oversight of related party transactions. In accordance with its mandate, the Audit Committee reviews all proposed related party transactions that are not in the ordinary course and are not dealt with by a special committee of independent Directors pursuant to securities law and, if appropriate, recommends those transactions to the Board for approval.</p>
<p>c. Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board encourages and promotes a culture of ethical business conduct by requiring the Executive Chair and all other senior officers to conduct themselves in a manner that aligns with the Company's core values and exemplifies ethical business conduct. In addition, our directors, officers and employees, including the officers and employees of our dealerships are required to certify that they have read the code of conduct. The Board monitors compliance with the code of conduct and is responsible for considering any waivers of the code of conduct. The Governance and Nominating Committee is responsible for reviewing and evaluating the code of conduct from time to time and making recommendations for any necessary or appropriate changes to the Board. In March 2023, the Board in furtherance of supporting a culture of ethical business conduct, the Company adopted a clawback policy (the "Clawback Policy") applicable to incentive compensation paid, awarded or granted to executive officers in the event of a restatement of the financial statements of the Company or in connection with misconduct. The Clawback Policy also gives the Board discretion to claw back share-based compensation from any participant in any of the Company's equity-based compensation arrangements to the extent that such participant has engaged in misconduct. The Clawback Policy has a three year look-back period and applies to incentive compensation paid, awarded or granted following the adoption of the Clawback Policy.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
6. Nomination of Directors	
<p>a. Describe the process by which the Board identifies new candidates for Board nomination.</p>	<p>The Board has delegated to the Governance and Nominating Committee responsibility to identify and recommend qualified individuals to be recruited to the Board, as and when required. In fulfilling this responsibility, the Governance and Nominating Committee identifies current gaps, if any, and expected future gaps. In addition to seeking candidates who have the necessary skill sets disclosed by the skills matrix, new candidates are expected to have sound business acumen, along with a high level of financial experience. New candidates for Board nomination also need to possess strong leadership skills, integrity, and the time availability required of a director to fulfill Board responsibilities. Industry specific skills that would be of benefit to the Company, along with experience would be weighed, in addition to diversity and personality fit, in order to ensure that the Board considers all avenues possible to bring forward an informal list of potential nominees.</p>
<p>b. Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.</p>	<p>The Governance and Nominating Committee is as of the date hereof composed of three independent directors. Because the Governance and Nominating Committee is independent and functions in accordance with a detailed mandate, the Board believes its nomination process is objective.</p>
<p>c. If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The charter of the Governance and Nominating Committee delineates the responsibilities, powers and operation of the committee when discharging its duties as a nominating committee. The committee meets regularly.</p>
7. Director Term Limits	
<p>Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>The Governance and Nominating Committee is responsible for periodically examining and making recommendations to the Board in relation to mechanisms of Board renewal. The Board does not currently limit the term of directors and relies on the Governance and Nominating Committee to oversee and manage Board renewal. The Governance and Nominating Committee continues to be of the view that a director term limit and mandatory retirement age is not in the best interests of the Company at this time. The Governance and Nominating Committee strives to achieve a balance between the depth of institutional experience among the Company's directors and the need for renewal and new perspectives on the Board. The Governance and Nominating Committee continues to evaluate on an ongoing basis the issue of Board renewal in light of the stated diversity objectives for the Board set forth in the Diversity Policy.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
8. Policies Regarding the Representation of Designated Groups on the Board	
<p>a. Disclose whether the issuer has adopted a written policy relating to the identification and nomination of members of "designated groups" (as such term is defined in the <i>Canada Business Corporations Regulations, 2001</i> being women, Aboriginal peoples, persons with disabilities and members of visible minorities) for directors. If the issuer has not adopted such a policy, disclose why it has not done so.</p>	<p>At AutoCanada, diversity is a principle which is supported both by the Board and senior management. The Company first adopted a written diversity policy in 2015 which was most recently updated in March of 2024 (the "Diversity Policy"), which recognizes and embraces the many benefits of promoting diversity at the level of the Board and those in senior leadership positions at the Company. The Company believes that diverse perspectives enhance its organizational strength, problem solving ability and opportunity for innovation.</p> <p>Our Diversity Policy specifically seeks to advance diversity at the Board and in relation to those in senior leadership positions at the Company having regard to the following criteria, including, but not limited to business experience, geography, age, gender, gender identity or expression, race, religion, culture and ethnicity, members of visible minorities, geographic background, Indigenous peoples, persons with disabilities, sexual orientation and other personal characteristics.</p>
<p>b. Disclose the following in respect of the Diversity Policy:</p> <ol style="list-style-type: none"> i. short summary of its objectives and key provisions, ii. the measures taken to ensure that the policy has been effectively implemented, iii. annual and cumulative progress by the issuer in achieving the objectives of the policy, and iv. whether and, if so, how the Board or its committees measure the effectiveness of the Diversity Policy. 	<p>The Diversity Policy outlines the Company's policy with respect to diversity on the Board and in relation to those in senior leadership positions at AutoCanada. It aims to ensure that diversity criteria, including gender, visible minorities, persons with disabilities and Indigenous persons, among other aspects of diversity are factored into (i) the selection of candidates for the Board by the Governance and Nominating Committee and (ii) the selection of candidates by the Board, the Human Resources Committee, the Executive Chair or such other executive officers for senior leadership positions. Given the infrequent turnover of directors, the Board has not set specific targets as to the number of designated group board members it will maintain. However, the Board has made a commitment to the recruitment of diverse individuals by making the consideration of diversity criteria, a key search criterion. The Governance and Nominating Committee and the Human Resources Committee may be required to annually report on and evaluate the effectiveness of the Diversity Policy in the boardroom and at the executive level.</p>
<p>c. Disclose whether or not the Board or nominating committee considers the level of representation of designated groups on the board in identifying and nominating candidates for election or re-election.</p>	<p>Diversity is an important consideration in determining the composition of Board. The Company believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and decision-making. To support the Company's Board diversity objectives, the Governance Committee will, when identifying and considering the selection of candidates for election or re-election to the Board: (a) consider only candidates who are highly qualified based on their experience, functional expertise and personal skills and qualities; (b) consider diversity criteria, including gender, visible minorities, persons with disabilities and Indigenous persons, among other aspects of diversity; and (c) in addition to its own searches, as and when appropriate from time to time, engage qualified independent external advisors to conduct a search for and evaluate candidates against objective criteria and the Governance Committee's expertise, skills and diversity objectives.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
9. Policies Regarding the Representation of Designated Groups in Executive Officer Appointments	
<p>Disclose whether and, if so, how the issuer considers the level of representation of designated groups in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of designated groups in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>Diversity is an important consideration in determining the composition of the Company's senior leadership. The Company believes that having individuals in senior leadership positions from diverse backgrounds promotes better innovation, performance and decision-making. To support the Company's senior leadership diversity objectives, the Board, the Human Resources Committee, the Executive Chair and such other executive officers, will, when identifying and considering the selection of candidates for senior leadership positions: (a) consider only candidates who are highly qualified based on their experience, functional expertise and personal skills and qualities; (b) consider diversity criteria, including gender, visible minorities, persons with disabilities and Indigenous persons, among other aspects of diversity; (c) consider the level of representation of women, visible minorities, persons with disabilities and Indigenous persons, among other aspects of diversity, in senior leadership positions; and (d) in addition to its own searches, as and when appropriate from time to time, engage qualified independent external advisors to conduct a search for and evaluate candidates against objective criteria and the Company's expertise, skills and diversity objectives.</p>
10. Targets Regarding the Representation of Designated Groups on the Board and in Executive Officer Positions	
<p>Disclose whether the issuer has adopted a target regarding designated groups on the issuer's Board and in Executive Officer Appointments. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>The Board has not set specific targets as to the number of designated group board members it will maintain. Additionally, the Company has not adopted specific targets regarding the representation of designated groups in executive officer positions of the Company. The Company believes that consideration of a potential Director nominee and recruiting for executive level positions should involve an assessment of a candidate's qualities and competencies as a whole instead of emphasizing one diversity metric.</p>
11. Number of Designated Groups on the Board and in Executive Officer Positions	
<p>a. Disclose for each group referred to in the definition designated groups, the number and proportion, expressed as a percentage, of members of each group who hold positions on the board of directors.</p>	<p>The Company currently has: (i) one female director, Rhonda English, which represents 14.5% of total directors and 16.5% of independent directors and (ii) two directors who identify as a visible minority, Christopher Harris and Elias Olmeta, which represents 28.5% of total directors and 33.3% of independent directors. The Company does not have any directors who identify as Aboriginal peoples or persons with disabilities.</p>
<p>b. Disclose for each group referred to in the definition designated groups, the number and proportion, expressed as a percentage, of members of each group who are executive officers of the issuer, including all of its major subsidiaries.</p>	<p>The Company currently has two executive officers who identify as a visible minority, Peter Hong and Azim Lalani, which represents 33.33% of executive officers. The Company does not currently have any executive officers who identify as women, Aboriginal peoples, or persons with disabilities.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
12. Compensation	
<p>a. Describe the process by which the Board determines the compensation for the issuer’s directors and officers.</p>	<p>Compensation of Directors is determined by the Board, taking into consideration recommendations of the Governance and Nominating Committee. The Governance and Nominating Committee periodically reviews the design and competitiveness of Board compensation against peer groups, with a view to align interests of Directors and shareholders and provide market competitive compensation. Directors who are also officers of the Company receive no remuneration for serving as Directors.</p> <p>Compensation for the Executive Chair, the President, North American Operations, the Chief Financial Officer, the Chief Strategy Officer & General Counsel, the Chief Operating Officer and the Chief Administrative and Transformation Officer and other key officers or executives of AutoCanada is to be approved by the Board, taking into consideration any recommendations by the Human Resources Committee.</p>
<p>b. Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.</p>	<p>The Human Resources Committee is composed entirely of independent directors.</p>
<p>c. If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The charter of the Human Resources Committee delineates the responsibilities, powers and operation of the committee when discharging its duties as a compensation committee, and the committee has followed this charter in discharging its responsibilities, powers and operations. The committee meets regularly and, at minimum, on a quarterly basis.</p>
13. Other Board Committees	
<p>If the Board has standing committees other than the audit, governance and compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board does not maintain any other standing committees.</p>

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	OUR CORPORATE GOVERNANCE PRACTICES
14. Assessments	
<p>Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.</p>	<p>The Governance and Nominating Committee is responsible for ensuring that an appropriate system is in place to evaluate the effectiveness of the Board, the Board committees and individual Directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties and working effectively together as a unit.</p> <p>In 2023, the Board undertook its annual recurring formal assessment process developed and designed by the Governance and Nominating Committee, consisting of the completion by each Director a written board assessment, questionnaire, and a written director self-evaluation questionnaire in order to assess such matters as Board roles and structure, Board processes, Board composition and development, and Board dynamics and effectiveness. The results of such questionnaires were summarized in a report to identify strengths, opportunities and suggestions with respect to each area of discussion and were compared against prior year results. The Governance and Nominating Committee reported on such summary to the Board. Following the Governance and Nominating Committee and the Board's analysis of the above-mentioned report, a list of recommendations and an associated action plan will be developed with a view to further improving Board performance.</p> <p>The Governance and Nominating Committee also informally monitors Director performance throughout the year to ensure that the Board, the Board committees and individual Directors are performing effectively.</p>
15. Environmental, Social and Governance	
<p>Disclose the Board's role with respect to environmental, social and governance oversight.</p>	<p>The Governance and Nominating Committee reviews, monitors, reports, and where appropriate, provides recommendations to the Board on environmental, social and governance ("ESG") programs, policies and performance. In August of 2023, AutoCanada published its inaugural ESG Report, which marked our first comprehensive disclosure covering our ESG programs and performance.</p>